

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	Re: Docket No. 5460

**DEBTORS' MOTION FOR LEAVE TO FILE REPLY OF DEBTORS
IN FURTHER SUPPORT OF THEIR APPLICATION PURSUANT TO
11 U.S.C. §§ 105, 327 AND 524(g)(4)(B)(i) FOR THE APPOINTMENT
OF A LEGAL REPRESENTATIVE FOR FUTURE ASBESTOS CLAIMANTS**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby request authority pursuant to Del.Bankr.LR 9006-1(d) to file a reply in further support of the *Application Pursuant to 11 U.S.C. §§ 105, 327 and 524(G)(4)(B)(I) for the Appointment of a Legal Representative for Future Asbestos Claimants* (the "Application") (Docket No. 5460), which is currently scheduled for hearing before the Court on May 24, 2004 at 12:00 p.m. (the "Hearing").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Given the significance of the issues presented in the Application, the Debtors seek authority to file their reply in further support of the Application (the "Reply") to respond to the arguments made by the various responding parties: (i) the Official Committee of Equity Security Holders (Docket No. 5536), (ii) the Official Committee of Unsecured Creditors (Docket No. 5537), (iii) certain underwriters at Lloyd's, London and certain London Market Companies (Docket No. 5542), (iv) the Asbestos Personal Injury Claimants (Docket No. 5545), (v) the Official Committee of Asbestos Property Damage Claimants (Docket No. 5547), (vi) Federal Insurance Company and Royal SunAlliance (Docket No. 5544), and (vii) the United States Trustee (Docket No. 5575).

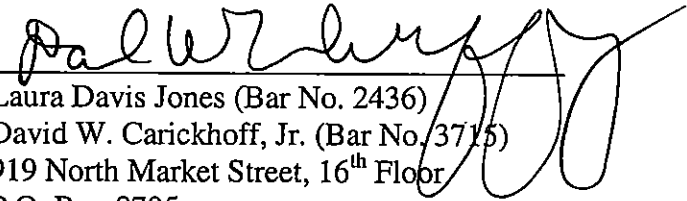
WHEREFORE, the Debtors respectfully request the entry of an Order granting it authority to file the Reply, a copy of which is attached hereto as **Exhibit 1**.

Dated: May 18, 2004

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Co-Counsel for the Debtors and Debtors in Possession

SO ORDERED this ____ day
of _____, 2004

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge